

(CLERK'S STAMP)

Name Samuel R. Maizel, Esquire
Thomsen Young, Esquire
Address Pachulski, Stang, Ziehl, Young & Jones
10100 Santa Monica Blvd., 11th Floor
Los Angeles, California 90067-4100
Telephone 310-277-6910
Attorney for Debtor(s)

UNITED STATES BANKRUPTCY COURT FOR THE
Central **DISTRICT OF** California

In re HEALTH SOURCE MEDICAL GROUP, INC.

Case No. _____

Debtor(s)

LIST OF EQUITY SECURITY HOLDERS

(Set forth here all names, including trade names used by debtor(s) within last 6 years.)

Social Security No. _____

Social Security No. _____

Debtor's Employer's Tax Identification No. 95-4019629

REGISTERED NAME OF HOLDER OF SECURITY LAST KNOWN ADDRESS OR PLACE OF BUSINESS	CLASS OF SECURITY	NUMBER REGISTERED	KIND OF INTEREST REGISTERED
--	----------------------	----------------------	--------------------------------

SEE ATTACHED RIDER

GRANBOLDERS L/S

LAST NAME	FIRST NAME	STREET ADDRESS	CITY	ST	ZIP	DATE RETURNED	# OF SHARES	\$	ACCEP T Y/N	HELD BY
AZER	PAUL	8737 BEVERLY BLVD # 301	LOS ANGELES	CA	90046	11-Sep-82	1,500	\$3,000	YES	PC
ADONISBERG	STEPHEN	414 N. CAMDEN DR. #650	BEVERLY HILLS	CA	90210	11-Sep-82	2,500	\$5,000	YES	INDIV
ADONISBERG	CLIFFORD	8031 W 3RD ST #205 E	LOS ANGELES	CA	90048	11-Sep-82	1,000	\$2,000	YES	PC
ADONISBERG	HARVEY	405 N ROXBURY DR #311	BEVERLY HILLS	CA	90210	08-Sep-82	5,000	\$10,000	YES	INDIV
ADONISBERG	BRUNSON	414 N. CAMDEN DR. #650	BEVERLY HILLS	CA	90210	28-Aug-82	1,000	\$2,000	YES	INDIV
ADONISBERG	LAWRENCE	8631 W 3RD ST #240 E	LOS ANGELES	CA	90046	01-Sep-82	5,000	\$10,000	EXEMPT-BO	INDIV
ADONISBERG	MEL	8635 W 3RD ST #975 W	LOS ANGELES	CA	90046	11-Sep-82	1,500	\$3,000	YES	INDIV
ADONISBERG	JAMES	250 N ROBERTSON BLVD #608	BEVERLY HILLS	CA	90211	11-Sep-82	500	\$1,000	YES	INDIV
ADONISBERG	CONNELL	9201 SUNSET BLVD. #708	LOS ANGELES	CA	90048	11-Sep-82	500	\$1,000	EXEMPT	INDIV
ADONISBERG	VIZARR	8635 W 3RD ST #255-W	LOS ANGELES	CA	90048	10-Sep-82	500	\$1,000	EXEMPT	INDIV
ADONISBERG	WILLIAM	8631 W 3RD ST #225 E	LOS ANGELES	CA	90048	11-Sep-82	5,000	\$10,000	YES	INDIV
ADONISBERG	MARTIN	0140 ST. MEG STREET	LOS ANGELES	CA	90048	02-Sep-82	5,000	\$10,000	EXEMPT	INDIV
ADONISBERG	SHALIN	6380 WILSHIRE BLVD #400	LOS ANGELES	CA	90048	11-Sep-82	500	\$1,000	YES	INDIV
ADONISBERG	PARVIZ	5981 W OLIVE ST #507	LOS ANGELES	CA	90048	11-Sep-82	1,500	\$2,000	YES	INDIV
ADONISBERG	ROBERT	8635 W 3RD ST #1020-W	LOS ANGELES	CA	90048	11-Sep-82	500	\$1,000	YES	PC
ADONISBERG	JAY	405 N ROXBURY DR #1008	BEVERLY HILLS	CA	90210	28-Aug-82	5,000	\$10,000	YES	INDIV
ADONISBERG	DAVID	4051 W 3RD ST #225-E	LOS ANGELES	CA	90048	11-Sep-82	500	\$1,000	YES	PC
ADONISBERG	JAMES	9001 WILSHIRE, #401	BEVERLY HILLS	CA	90210	31-Aug-82	500	\$1,000	YES	PC
ADONISBERG	BRUNSON	435 N BEDFORD, #114	BEVERLY HILLS	CA	90210	11-Sep-82	1,000	\$2,000	YES	INDIV
ADONISBERG	GREGORY	8631 W 3RD ST #240-E	LOS ANGELES	CA	90048	10-Sep-82	5,000	\$10,000	YES	INDIV
ADONISBERG	DONALD	8631 W 3RD ST #303-E	LOS ANGELES	CA	90048	10-Sep-82	500	\$1,000	EXEMPT	PC
ADONISBERG	STUART	8635 W 3RD ST #483W	LOS ANGELES	CA	90048	11-Sep-82	500	\$1,000	YES	INDIV
ADONISBERG	DAVID	9001 WILSHIRE BLVD. #102	BEVERLY HILLS	CA	90210	11-Sep-82	5,000	\$10,000	EXEMPT-BO	INDIV
ADONISBERG	DAVID	8631 W 3RD ST #445-E	LOS ANGELES	CA	90048	11-Sep-82	500	\$1,000	YES	INDIV
ADONISBERG	STEWART	8635 W 3RD ST #865-W	LOS ANGELES	CA	90048	11-Sep-82	5,000	\$10,000	YES	PC
ADONISBERG	HOWARD	8631 WEST THIRD ST #445E	LOS ANGELES	CA	90048	04-Sep-82	5,000	\$10,000	EXEMPT	INDIV
ADONISBERG	JORDAN	3631 HUGHES AVE #603	CULVER CITY	CA	90232	11-Sep-82	500	\$1,000	YES	INDIV
ADONISBERG	WARNE	8631 W 3RD ST #202E	LOS ANGELES	CA	90048	10-Sep-82	5,000	\$10,000	YES	PC
ADONISBERG	BRUCE	1414 S. GRAND AVE #100	LOS ANGELES	CA	90015	11-Sep-82	1,250	\$2,500	EXEMPT	INDIV
ADONISBERG	TRUDY	8201 W SUNSET BLVD #708	LOS ANGELES	CA	90048	11-Sep-82	500	\$1,000	YES	INDIV
ADONISBERG	MARTIN	2880 CENTURY PARK E #908	LOS ANGELES	CA	90067	28-Aug-82	5,000	\$10,000	EXEMPT	INDIV
ADONISBERG	JEFFREY	405 N ROXBURY DR #222	BEVERLY HILLS	CA	90210	09-Sep-82	2,500	\$5,000	YES	PC
ADONISBERG	DAVID	120 S. SPALDING DR. #100	LOS ANGELES	CA	90012	11-Sep-82	500	\$1,000	EXEMPT	INDIV
ADONISBERG	JAN EER	1414 S GRAND AVE. #100	LOS ANGELES	CA	90015	11-Sep-82	500	\$1,000	YES	INDIV
ADONISBERG	CONDOE	435 N BEDFORD DR. #214	LOS ANGELES	CA	90210	11-Sep-82	1,000	\$2,000	YES	INDIV
ADONISBERG	MICHAEL	8635 W THIRD ST STE 600W	LOS ANGELES	CA	90048	11-Sep-82	500	\$1,000	YES	INDIV
ADONISBERG	MICHAEL	250 N. ROBERTSON BL #403	BEVERLY HILLS	CA	90211	11-Sep-82	500	\$1,000	EXEMPT	INDIV
ADONISBERG	MICHAEL	8635 W 3RD ST #483W	LOS ANGELES	CA	90048	11-Sep-82	2,500	\$5,000	YES	INDIV
ADONISBERG	MICHAEL	8635 W 3RD ST #483W	LOS ANGELES	CA	90211	11-Sep-82	5,000	\$10,000	EXEMPT-BO	INDIV
ADONISBERG	MICHAEL	465 N ROXBURY DR #101	BEVERLY HILLS	CA	90210	11-Aug-82	5,000	\$10,000	YES	TRUST
ADONISBERG	MICHAEL	436 NORTH BEDFORD DR #211	BEVERLY HILLS	CA	90210	09-Sep-82	1,000	\$2,000	YES	INDIV
ADONISBERG	MICHAEL	8001 SUNSET BLVD #705	LOS ANGELES	CA	90048	11-Sep-82	500	\$1,000	EXEMPT	INDIV
ADONISBERG	MICHAEL	2080 CENTURY PARK E #908	LOS ANGELES	CA	90067	11-Sep-82	5,000	\$10,000	YES	TRUST
ADONISBERG	MICHAEL	8635 W 3RD ST #1165W	LOS ANGELES	CA	90046	10-Sep-82	5,000	\$10,000	YES	INDIV
ADONISBERG	MICHAEL	8635 W 3RD ST #250 W	LOS ANGELES	CA	90046	11-Sep-82	500	\$1,000	YES	INDIV
ADONISBERG	MICHAEL	8635 W 3RD ST #250 W	LOS ANGELES	CA	90046	11-Sep-82	500	\$1,000	YES	PC

**INVESTORS
AVERAGE
EXCEPT INVESTORS**

**Form 2. DECLARATION UNDER PENALTY OF PERJURY
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

UNITED STATES BANKRUPTCY COURT

Central **DISTRICT OF** California

In re HEALTH SOURCE MEDICAL GROUP, INC.,
Debtor

Case No. _____

Chapter 11

I, David Frisch, President/Chairman of the Board
[the president or other officer or an authorized agent of the corporation] [or a
member or an authorized agent of the partnership] named as the debtor in this case,
declare under penalty of perjury that I have read the foregoing List of Equity Security
Holders

[list or schedule or amendment or other document (describe)] and that it is true and correct to the best of
my information and belief.

Date November 7, 2000

Signature David Frisch

David Frisch
President/Chairman of the Board

(Print Name and Title)